

Exhibit 5

SmartChek

Digital Recorders

by  TNT

Time 'N Temperature Corporation

PERSONAL & CONFIDENTIAL

May 20, 2002

Mr. Eric B. Schultz, CEO
Sensitech, Inc.
800 Cummings Center Suite 258X
Beverly, MA. 01915-6197

Dear Eric:

Thank you for your letter dated May 10, 2002. I apologize for the delay but as you can imagine after 30 years in business, a decision of this magnitude requires a great deal of consideration and consultation with others.

In your letter you requested an asking price. Since the main objective of this acquisition is to eliminate T'NT/*SmartChek* as a competitor, why not approach this acquisition from a different angle.

What is it worth to Sensitech to eliminate competition? To place a market value on T'NT/*SmartChek* to Sensitech, I looked at our potential & based my evaluation on T'NT/*SmartChek* gross sales and the continual growth of our *SmartChek* digital program. I must also consider the potential of our new product in its final development stages that will be introduced in about 90 days. This is not a replacement for *SmartChek Elite*. This new product will be directed at a different segment of the recorder market & open a new growth sector with great profit potential for T'NT/*SmartChek*.

The price of this acquisition could be recoverable by a smooth transition of all T'NT/*SmartChek* business directly to Sensitech. Temptale will have no viable competition in the digital recorder market. This tremendous advantage will allow Sensitech to increase market share immediately as well as retain customers without competitive pricing or increasingly costly rebate programs.

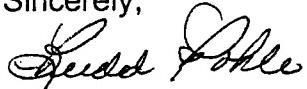
I feel a price of \$10,000,000 would be realistic. This purchase price can be worked out to include a substantial down payment (25-30%) and the balance over a period of years with interest. The structure of the sale should incorporate tax advantages wherever possible for both entities.

At this time, any discussion of acquisition will not include disclosure of any confidential or business sensitive documents as you requested in your outline. With a viable offer on the table, some arrangement can be made for certain information.

Information contained in this letter, as well as any correspondence or phone communications in these preliminary discussions will be held in strictest confidence and I trust you agree to the same. Because of the delicacy of these matters, please continue to mark all communications "personal & confidential".

Thank you for your interest in T'N T/*SmartChek*. Please contact me if Sensitech is interested in pursuing this matter.

Sincerely,



Budd T. Pohle
President